

**Internet Watch Foundation Meetings
At NCH Offices, Highbury
on 31st January 2001**

Present: Roger Darlington (Chair), Nigel Williams, Claire Milne, Ceris Bergen, Camille de Stempel, Grahame Davies, Roland Perry, Malcolm Hutty, Clive Feather (Vice-Chair), Mark Stephens (Vice-Chair), Nasira Sheikh-Miller, John Carr

IWF Staff: Ruth Dixon, David Kerr, Liz Banks (Notes)

Apologies: None

Introduction

The Chair opened the meeting at 2.00pm. He welcomed Roland Perry as the new Funding Council representative on the Board and Liz Banks as the PA replacement for Debbie Reay who has now left IWF.

Extraordinary General Meeting (EGM) of Internet Watch Foundation Ltd

Special Resolution 1

David Kerr introduced the proposal to delete Article 7 of the Articles of Association and replace it with (which had been circulated to all members 21 days before this meeting):

7 *ALTERNATE DIRECTORS*

7.1 *There shall be no power to appoint alternate directors, and regulations 65 to 69 of Table A (inclusive) shall not apply to the Company.*

7.2 *The directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the purposes of allowing a director to appoint representatives to attend board meetings on their behalf and to vote on behalf of the director appointing them.*

7.2.1 *Such representatives shall not be entitled to exercise any power of a director other than at meetings of the directors, and they shall not be directors or alternate directors by virtue of appointment under such rules or byelaws. Nonetheless, regulations 88 to 93 (inclusive) of Table A shall be read and construed as if any such representatives were alternate directors.*

7.2.2 *The Company in general meeting shall have power to alter or repeal such rules or bye-laws and to make additions thereto.*

[Comment: Regulations 88 to 93 address issues such as quora and notice for Board Meetings.]

This was to bring the Company's Memorandum and Articles of Association into line with the amended constitution in respect of proxy voting at meetings. There being no further questions or comments the resolution was put to the meeting.

Special Resolution 1 was passed with a show of hands of 11 For (all voting members present) and 0 Against.

Internet Watch Foundation Board Meeting

**at NCH Offices, Highbury, London
on 31st January 2001 at 2.15 pm**

Present: Roger Darlington (Chair), Nigel Williams, Claire Milne, Ceris Bergen, Camille de Stempel, Grahame Davies, Roland Perry, Malcolm Hutton, Clive Feather, Mark Stephens, Nasira Sheikh-Miller, John Carr

IWF Staff: Ruth Dixon, David Kerr, Liz Banks (Notes)

Apologies: None

1 Minutes of last Meeting

The Board approved the minutes of the last meeting on 11th October 2000 (as they appear on the Web site).

2. Matters Arising

The Chair referred to the Home Office/ DTI review of IWF referred to in Item 5 of the Chief Executive's Report where the summary of implementation of all action points had now been sent to the relevant Ministers and officials in the Departments.

Ruth Dixon was commended for her work whilst David Kerr was on sabbatical.

3. Chair's Report

Roger Darlington introduced his report: -

Board Matters

The Funding Council has elected Roland Perry and Clive Feather as members of the Board for a three-year term. (This will count as the first of two possible terms of membership). The Chair corrected his reference to "replacement" of Alison Ryan. She had left before the end of her term and had not stood for re-election.

Staff Matters

The Chair considered counselling for hotline staff (who regularly deal with illegal images) as an important matter. Ruth Dixon confirmed there is a six monthly round of interviews with a counsellor for all staff. A discussion of problems and benefits for staff ensued. **The Chair undertook to report back to the Board on the issues raised at the next meeting.** (This would of course be only in general items as any specifics would be dealt with in confidence.)

On staff appraisal, the meeting approved the recommendation that **the system should be extended to the Chair himself and that he should be appraised in accordance with the procedure he proposed in his report.**

Racist Content

The Chair referred to his recent visit to Stockholm and will circulate his report and put it on the Web site (see "News" section).

There was a lengthy discussion on the matter of legal guidelines from the Home Office and if and how it could be used.

The Chair suggested a five part programme: -

- (i) Confirm a further meeting with the Home Office based group.
- (ii) Continue to pursue them to get the clearest possible practical advice on assessing racist content.
- (iii) Continue to press for a single point of contact for decisions on prosecutable content.
- (iv) Explore training for IWF staff with police etc.
- (v) In the light of today's discussions, the Board invite the Chief Executive to draw up a paper on the steps to take in furtherance of this exercise.

The Chair requested that the Board take matters from today's discussion back to their colleagues for future discussion.

Representational Matters & Media Matters

These two matters were discussed together. The Chair suggested a sub-group (of the Board) to consider and further develop our communications policy and plans. It was agreed that the Chair, Vice Chairs and officers form such a group. The general consensus was that the Board will continue to boost IWF's profile whenever possible. Particular reference was made to Board Members' activities in a range of fora, including NCC and Children's Charities.

Funding Issues

The Board agreed the Chair's recommendation that all help to identify organisations who would sponsor events/campaigns etc.

Annual Report/Parliamentary Event

The Board were all asked to distribute Annual Report when and where they can. This Annual Report should raise IWF's profile immensely.

The Parliamentary event was discussed briefly and concluded that the overall outcome was a positive impact for IWF. Presentations made to be added to the Web site as downloads.

4 Communications White Paper

In discussing the Communications White Paper the Board were reminded to have their comments in by 12th February. In the light of today's discussions it was suggested that the Board follow up by seeking a meeting with officials/ministers and do so jointly with ICRA.

David Kerr commented that there was growing interest in the application of content description (as in ICRA labels) to a wider range of media, moving towards self-selection based on information rather than third party classifications. He asked if the Board was comfortable with IWF advocating such a shift. It was generally felt to be consistent with IWF's policies and a positive development.

5 (Deputy) Chief Executive's Report

Ruth Dixon gave a brief commentary on her written report and was thanked by the Chair for her work during David Kerr's sabbatical.

On funding issues, further meetings with some potential sponsors were arranged, but we urgently need to find more opportunities for sponsorship and members were asked to explore all opportunities.

6 Financial Report

The expenditure projection for this year looked to be in line with the revised budget, but we still need to be careful with cash flow, as EC contract payments are invariably slow to realise.

The Board was satisfied with Budget proposed for 2001/2002 but there was general disappointment that more funding was not already available and support for doing a lot more, if the funds could be raised. The Chair reiterated he needs more leads for pursuing funding.

7 Potential New Roles for IWF

David Kerr reported on possible new developments in IWF's role(s) and invited members' comments. There was a full discussion on current procedures and possible new ones with regards to notice and take-down mechanisms. Clive Feather said that the forthcoming EC E-commerce Directive also had a bearing on our decisions. It was generally agreed that IWF should not be a general call centre for all Internet problems. Never-the-less we should continue our One-Stop-Shop policy of being a signpost to the right place to deal with problems outside our remit. (This increases our reputation and traffic to our site, while reducing staff time on extraneous issues if we can divert enquiries at the Web site.)

The Chair summarised the discussion as:

a) ISPs will need to consider whether they want IWF to undertake other “notice and take down” activities and come back to this Board if and when they have proposals for IWF participation.

b). There is no consensus yet on the separate issue of a ‘tipline’ for children in trouble. We would need to consider it further both in principle and in practice if a relevant proposal and funding is offered.

8 Proposal for a Memorandum of Understanding with participating ISPs

Ruth Dixon reported concerns about both subscribers using IWF membership to answer criticism of their practices and about what ISPs get for their money. A “memorandum of understanding” could be used to clarify the position on both sides. There were a number of questions about what this would say and how it would work.

Following a brief discussion, the Chair summarised that between now and the next Board Meeting Ruth would give examples of where a MoU might be appropriate and to draw up a sample MoU. This would allow the Board to give the idea further thought and more specific responses at the next meeting, but some members made it clear that requesting a sample MoU was without commitment and did not imply that the Board felt an MoU was necessary or desirable.

9 Impact of Human Rights Act on IWF

Mark Stephens explained the changing interpretation of ‘what is a public body’ and how IWF might well be one under HRA. This was not a concern as it was consistent with our policies anyway, but we would need to review our procedures and practices with the Act in mind. For example we might need an independent appeals body, if the Board itself could not satisfy that role. It was concluded that we should review our procedures and means of dealing with complaints to make sure we are fully compliant with the Act. We will continue with an internal review of our mechanisms and our decision-making processes and report back to the Board.

10 Newsgroup Consultation

David Kerr reported that about a dozen submissions had been received, but more may come in by the end of the consultation period (i.e. in the remainder of 31st January). The possibility of having an independent summary had been mooted and a question of who to summarise was raised (but not resolved at this meeting).

The Chair concluded that we have now formally closed the consultative procedure at the end of the day and that all submissions should be placed on the web site with an independent summary as soon as possible. Further comments should be invited up to a fortnight before the next Board Meeting (i.e. 10th April 2001). The issue should then be put to that Meeting for the Board’s recommendations.

11 Meeting closed at 5.25pm